

VERIFICATION

Pursuant to 28 U.S.C. § 1746, Mike Dean declares as follows:

I am a Senior Vice President and duly authorized agent of Ernst & Young Inc., which was appointed as the monitor and authorized to act as foreign representative of Metcalfe & Mansfield Alternative Investments II Corp., Metcalfe & Mansfield Alternative Investments III Corp., Metcalfe & Mansfield Alternative Investments V Corp., Metcalfe & Mansfield Alternative Investments XI Corp., Metcalfe & Mansfield Alternative Investments XII Corp., 6932819 Canada Inc., and 4446372 Canada Inc., by the Ontario Superior Court of Justice (Commercial List). I have full authority to verify the foregoing Verified Petition For Recognition of Foreign Proceedings (the "**Petition for Recognition**"). I have read the foregoing Petition For Recognition, and am informed and do believe that the allegations contained therein are true and accurate to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 10th day of November, 2009

A handwritten signature in black ink, appearing to read 'Mike Dean', with a horizontal line underneath it.

Mike Dean

Senior Vice President

Ernst & Young Inc.

Solely in its capacity as Monitor of Metcalfe & Mansfield Alternative Investments II Corp. *et al* and not in its personal or corporate capacity